

EXHIBIT C

MANAGERIAL AND TECHNICAL RESOURCES

CityNet Telecom Inc.'s management team consists of:

Robert G. Berger, President and Chief Executive Officer

Immediately prior to forming *CityNet*, Mr. Berger served as Senior Vice President, Regulatory/Legal Affairs for WinStar Communications. Commencing in March 1996, when he joined WinStar, Mr. Berger was responsible for all FCC and state regulatory matters, as well as federal and state legislative matters, dealing with local telecommunications and interconnection. In that capacity, he served as the Company's lead negotiator for interconnection arrangements, having successfully concluded more than forty separate agreements with each major incumbent local exchange carrier in the nation. He also routinely served as a strategic adviser to virtually every substantive discipline in the Company, including for example, marketing, sales, and engineering and operations, and regularly participated in corporate presentations to Wall Street analysts.

Since 1993, Mr. Berger also has served as a Commissioner, and is a former Chairman, of the Washington Suburban Sanitary Commission, the nation's seventh largest water and wastewater treatment utility, providing service to more than 1.5 million people in suburban Maryland. With his fellow Commissioners, he has responsibility for an annual combined operating and capital budget of more than \$650 million; of the multi-billion dollar budget for WSSC's rolling six-year Capital Improvements Program; as well as rate-setting responsibility. He also has served since 1987 as a Trustee of the WSSC's Employees Pension Fund, including several terms as Chairman. The Pension Fund, with assets of approximately \$550 million, is one of the top 1000 largest employees pension funds in the nation.

Prior to joining WinStar, Mr. Berger was Senior Attorney with the telecommunications practice group of Swidler & Berlin. In that capacity between 1991 and 1994, he served as Worldcom's lead national regulatory counsel on, among other things, all major acquisitions, including those involving ATC, Metromedia, and Resurgens, which resulted in Worldcom becoming the nation's fourth largest long distance carrier. He thereafter served in a similar capacity for Frontier. He also served as lead outside counsel for MFS in a majority of states nationally, and as the original lead outside counsel for several leading CLECs and CAPs, including, for example, GST and M H Lightnet.

Mr. Berger is an honors graduate of Brown University (Magna Cum Laude, Phi Beta Kappa) and of Harvard Law School (Cum Laude). He has served on the Operating Board of ALTS, the Association of Local Telecommunications Services, the national trade association of facilities-based CLECs; and as Vice Chairman of National Billing and Collection, Inc. (Nbanc), the semi-private corporation charged by the FCC with collecting contributions from all telecommunications providers in North America and the Caribbean sufficient to underwrite the costs of the central office code administrator, Lockheed Martin.

Stephen L. Merrill, Senior Vice President, Engineering and Operations

Mr. Merrill began his career with Concord Electric Company in the early-70's, joining New England Telephone in 1978 where he served until 1992 as Operations Manager and Engineer. During his nearly fourteen years with New England Tel/NYNEX, he was responsible as project manager for the conversion of NET's interoffice network signaling from Multifrequency in band signaling to SS7 to support the first office introductions of Caller I.D. and other Custom Local Area Signaling Services (CLASS); negotiated and scheduled NET's first trunk side SS7 interconnection with an interexchange carrier (Sprint), a project which involved the interaction of DMS 100, DMS250, 4ESS, and 5ESS digital switches; and scheduled and coordinated the first rehome of SS7 signaling links from New York to New England. During his career at New England Tel Mr. Merrill also served as a Scheduling Engineer, responsible for outside plant construction for 19 exchanges; Assistant Staff Manager, where he prepared and administered capital and expense budgets for the New Hampshire Outside Plant Division; Outside Plant Engineer for both routine and specific engineering; and Project Engineer, responsible for digital switch implementation and deployment.

Following his tenure with New England Tel and prior to joining WinStar, Mr. Merrill joined DSC Communications as Applications Engineer, Access Sales Division, where he was actively involved with the NYNEX Staff and Field organizations supporting deployment of DSC's premiere Next Generation Digital Loop Carrier System, the Litespan 2000. In that capacity, his responsibilities included: Field Project Manager supporting the testing and introduction of the Litespan system operating to Telcordia's Generic Requirement GR-303. This project included involvement with Telcordia while testing GR-303 compliance of the Litespan system with both the Lucent 5ESS and Nortel DMS 100 class five digital switches. Project milestones included the first multi-vendor GR-303 integration of live ISDN traffic in the United States. Mr. Merrill also represented DSC at all NYNEX Methods and Procedures meetings involved with addressing engineering, operations or operation support system issues associated with the deployment of DSC's Optical Network Units (Fiber in the Loop).

Mr. Merrill most recently served as Vice President, Regulatory Affairs for WinStar Communications where he served as a senior member of the WinStar interconnection negotiating team, focusing on all engineering and technical aspects of such agreements. He also served as senior in-house consultant to virtually all the engineering and operations-related disciplines within the Company. Mr. Merrill's regulatory expertise was developed during his tenure post-NYNEX as senior engineering analyst for the New Hampshire Public Utilities Commission, during which time he developed recommendations for telecommunications policy, methods, planning, quality of service and prudence of network investment; and was a member of the State's E911 Technical Subcommittee, actively participating in the design and the Request for Proposal process leading to the current statewide E911 system.

Steven L. Dodd, Chief Operating Officer

Steve Dodd leads CityNet's day-to-day operating teams. These teams are responsible for market planning, business development, sales, financial functions, regulatory functions, human resources management, and systems in the United States and in Europe. Mr. Dodd joined CityNet Telecommunications in this role in May, 2000, as its fifth employee.

Prior to coming to CityNet, Mr. Dodd spent more than four years at Winstar Communications. Most recently he held the position of Senior Vice President, Engineering and Network Provisioning. Mr. Dodd was the company's sixth employee, and held several other senior management positions over the years as Winstar's national network grew.

Between 1991 and 1996, Mr. Dodd held senior management positions in marketing and sales for Cincinnati Bell Information Systems (CBIS). These positions included business development responsibilities as well as P&L responsibility for some of CBIS's ongoing business relationships. In his last assignment, he managed CBIS's business with Rogers Cantel in Canada.

Between 1982 and 1991, Mr. Dodd worked for AT&T. He held management positions in AT&T Business Communications services marketing and at AT&T Bell Laboratories. At the latter, he developed expertise in voice networks, data networks, and integrated services networks, leading several multi-disciplinary teams in support of AT&T's businesses in these areas.

Mr. Dodd holds a BS in Mathematics from Davidson College. At North Carolina State University, he earned both an MS in Applied Mathematics and a PhD in Operations Research, which he received in 1982. He has published several technical papers, and he is a member of seven professional societies and honorary societies including INFORMS, Sigma Xi, and Phi Beta Kappa.

Emilio Pardo, Senior Vice President, Chief Communications Officer

Mr. Pardo joins CityNet from Fleishman-Hillard International Communications, the nation's largest public relations and marketing firm, where he was a Senior Vice President & Senior Partner. Most recently he served as head of business development and founder of the technology practice for Fleishman-Hillard in Washington D.C. Mr. Pardo managed a team of 45 strategic communications professionals representing interests as diverse as SBC, America Online, TELMEX, and the White House National Anti-Drug Communications effort.

While building the technology practice, he also managed the "Baby Bell" coalition account through the period leading up to the passage of the Telecom Act of '96. Representing all seven RBOCs, Mr. Pardo was responsible for managing the national media outreach, grassroots coordination and third party development for the seven year long campaign. His technology expertise also includes new product launches, investor communications, and strategic market positioning for companies such as America Online, Excalibur Technologies, WorldSpace, Bell Atlantic, Sybase and CyberPatrol. He is currently a senior advisor to Fortune 500 companies on issues dealing with internet privacy, cyber-safety and e-commerce.

Mr. Pardo's International technology experience also includes the market positioning of AOL Japan, AOL Europe, Telmex, and Argentina's media/communications conglomerate Grupo Clarin. Previously, Mr. Pardo established and managed Fleishman-Hillard's Caribbean/South American regional operations and in that capacity served as adviser to the Government of Puerto Rico on issues dealing with Trade, Telecommunications, Economic Development and Crisis management.

Prior to joining Fleishman-Hillard in 1990, Mr. Pardo served for five years as the Press Secretary for the Senate Commerce Committee, Chaired then by, the Hon. Fritz Hollings (D-S.C.). As national spokesman, Mr. Pardo managed the media on issues such as Telecommunications Reform, Children's Television, Media Cross Ownership Rules, NASA's Shuttle program, and Airline de-regulation.

Debra R. Hoopes, Senior Vice President, Chief Financial Officer

Ms. Hoopes – a C.P.A.- comes to *CityNet* from WinStar Communications where she served as Vice President of Financial Operations and Director of Business Analysis and Planning. Ms. Hoopes brings over 15 years of broad financial and strategic fiscal management experience to *CityNet*, working with both large companies and startup environments in areas such as accounting, reporting, treasury, business analysis, planning, investor relations and financial operations.

Most recently she developed and managed the business analysis, planning, carrier settlements and carrier relations functions from infancy to well establish and fully functioning areas for WinStar, yielding successful deployment of local, long distance and Internet services in over 30 markets. As a key member of the WinStar executive management team, Ms. Hoopes managed the company's financial operations including Business Analysis, Carrier Relations, Telco Planning, Accounts Payable, Payroll, Revenue Assurance, Billing Operations and Accounting.

Prior to joining WinStar, Ms. Hoopes amassed a wealth of experience with some of telecom's most powerful brands including Cable & Wireless and MCI Communications. At Cable & Wireless she was responsible for directing a financial and Customer Service team of 25 in the launch of wireless services to C&W's existing business customer. At MCI Ms. Hoopes was Sr. Manager of Investor Relations and Business Analysis where she assisted the executive management team with Wall Street presentations and ongoing analyst relations. She has a M.B.A. Finance from George Washington University and a B.S. in accounting from Virginia Tech.

Vicki S. Abernathy, Senior Vice President, Chief Administrative Officer

Ms. Abernathy – an engineer by training – joined *CityNet* from The Gnome Group, a telecommunications design and construction organization, where she served as Vice President, Business Relations. Prior to joining The Gnome Group, Ms. Abernathy served WinStar Telecommunications (WinStar's principal operating company) as Senior Director, Human Resources, where she had national responsibility for human resources activities.

Ms. Abernathy previously served as Senior Vice President, Business Resources for the National Rural Telecommunications Cooperative (NRTC), an organization owned by rural electric and telephone cooperatives to serve the telecommunications needs of the nation's 25 million rural consumers. In this role, Ms. Abernathy developed and implemented human resources and strategic management programs for NRTC.

Daryl L. Sullivan, Senior Vice President, Sales & Real Estate

Since joining *CityNet* in May 2000, Daryl Sullivan leads *CityNet*'s sales and real estate acquisition organizations. These units are responsible for all customer sales activity, city planning, and building access rights acquisition in the USA. Mr. Sullivan joined *CityNet* Telecommunications as its sixth employee.

For almost four years before he came to *CityNet*, Mr. Sullivan was at Winstar Communications, where he held various sales management positions, primarily serving all large commercial and wholesale carrier customers. Most recently, he held the position of Vice President, Media Sales, leading an elite sales team focused on seamlessly combining the content, computing and

telecommunicationselements of Winstar's business for the use of the media industry.

Between 1985 and 1996, Mr. Sullivan held various sales, service, and sales management positions for MCI Telecommunications. These positions were primarily in the National Accounts area, and in his last assignment, he managed the relationship between MCI and its largest commercial customer, the IBM Corporation.

Mr. Sullivan holds a BA in Economics from the University of Sydney (Australia).

Cyrus E. Bamji, Vice President, Marketing and Communications

Mr. Bamji brings over fifteen years of strategic marketing, communications and public relations experience in the telecommunications and high-technology industries to CityNet. Over this period, he has worked with a diversity of large and small companies, from Bell South and Telefonos de Mexico (Telmex), to America Online and Yahoo!.

Over the years, he has gained the respect of CEO's and government officials alike, providing them counsel in the areas of marketing, strategic communications and corporate image/reputation management. His specific areas of expertise include telecommunications and high-tech communications, brand management and positioning, government/public affairs and corporate reputation/image management.

Mr. Bamji joined CityNet from Fleishman-Hillard International Communications, the largest strategic communications and public relations firm in the U.S., where he was, most recently, a Senior Vice President and Director of Business Development in the firm's second largest global office (26 worldwide) in Washington, DC.

Mr. Bamji joined FH in 1993, and was instrumental in opening the firm's first Latin American office in San Juan, Puerto Rico. He transferred to the firm's Washington, D.C., office in December 1994, and formally established the office's technology and telecommunications practice, which he spent four years managing, and rising to become a senior member of the firm's global technology practice. During this tenure, he worked with some of the leading telecom/tech organizations, and helped drive the firm to its current #1 ranking as the largest high-tech consultancy in the world.

Some of his telecommunications clients included large multinationals such as Telefonos de Mexico (Telmex), Mexico's largest telecom company, Nortel, e.spire (CLEC), Zaffire, Inc. (nextgen optical networking equipment), Bell Atlantic, Orion Network Systems (satellite services), Octel Communications Corporation (voice messaging systems), Worldspace Corporation (digital satellite radio), and CIBERNET (cellular billing systems). Mr. Bamji also worked with Internet, hardware and software companies such as America Online (AOL), where he managed international expansion communications activities, YAHOO!, IBM, Sybase, Novell, Footlocker.com, Wang Global, Convex Supercomputer Corp, Excalibur Technologies (enterprise software), Onesoft Corporation (e-commerce software), Microsystems Software (Internet filtering software), and the Consumer Electronics Manufacturers Association.

Mr. Bamji's tenure prior to joining FH was as Vice President and General Manager for the Charlotte, N.C. office of Alison Marketing Communications – a business-to-business public relations, advertising and marketing agency – which he was responsible for opening in 1990. AMC originally recruited Mr. Bamji in to create the agency's first public relations division.

Previous to AMC, Mr. Bamji spent time as a journalist and editorial director at Consensus magazine, a journal of minority political affairs.

Mr. Bamji obtained his Master's Degree in Public Relations from the School of Journalism and Mass Communications and his Bachelor's degree in international relations, both at the University of South Carolina, Columbia, S.C.